



RECORDATION NO. 23116-D FILED

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SURFACE TRANSPORTATION BOARD

July 23, 2007

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated July 18, 2007 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Ave. Suite 700
Minneapolis, MN 55402

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (29) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 18, 2007 related to twenty-nine (29) railcars bearing reporting marks: SMIX 9500-9513 and SMIX 9515-9529.

Please file this as a secondary document under Recordation Number 23116-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23116 through 23116-C. The filing fee in the amount of \$35.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 18, 2007, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated June 9, 2000, between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Structural Metals, Inc. d/b/a SMI-Texas, as Lessee, and as guaranteed by Commercial Metals Company by agreement dated July 10, 2000 (collectively, the "Lease"), for twenty-nine (29) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 28, 2000, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) ("Seller") and Wells Fargo Equipment Finance, Inc.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of July 18, 2007.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Brian Daly

Name: Brian Daly

Title: Sr. ASR

THE DAVID J. JOSEPH COMPANY

By: Everett N. Martin

Name: Everett N. Martin

Title: Asst. Corp. Secretary

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

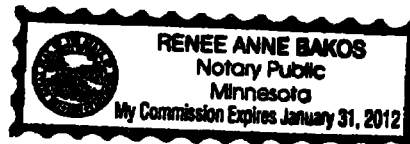
On this 19th day of July, 2007, before me the subscriber, Renee Anne Bakos, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Brian Daly, to me personally known, who stated and acknowledged that he/she is the Senior Acct Services Rep of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19th day of July, 2007.

Renee Anne Bakos
(Notary Signature)

My commission expires:

January 31st, 2012



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 18th day of July, 2007 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Everett N. Martin, to me personally known, who stated and acknowledged that he is the Asst. Corp. Secretary of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of July, 2007.

Angela Denise Watts
(Notary Signature)

My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS:

Twenty-nine (29) railcars bearing reporting marks:

SMIX	9500	SMIX	9510	SMIX	9521
SMIX	9501	SMIX	9511	SMIX	9522
SMIX	9502	SMIX	9512	SMIX	9523
SMIX	9503	SMIX	9513	SMIX	9524
SMIX	9504	SMIX	9515	SMIX	9525
SMIX	9505	SMIX	9516	SMIX	9526
SMIX	9506	SMIX	9517	SMIX	9527
SMIX	9507	SMIX	9518	SMIX	9528
SMIX	9508	SMIX	9519	SMIX	9529
SMIX	9509	SMIX	9520		

LEASE: Railroad Equipment Lease dated June 9, 2000 between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Structural Metals, Inc. d/b/a SMI-Texas, as Lessee, with a guaranty agreement by Commercial Metals Company dated July 11, 2000 (collectively, the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 28, 2000, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) and Wells Fargo Equipment Finance, Inc.